

1000047

G. FISHER

108

**SHARE TRANSFER AGREEMENT**

This Agreement dated effective the \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_\_\_

BETWEEN:

NAME OF TRANSFEROR: Alfred Fleury  
ADDRESS OF TRANSFEROR: ADPO Box 156  
LaCruz de Huanacaxtle  
Nayarit, Mexico

(the "Transferor")

**OF THE FIRST PART**

AND:

NAMES OF TRANSFeree: **REDACTED**  
ADDRESS OF TRANSFeree:

(the "Transferee")

**OF THE SECOND PART**

THIS AGREEMENT WITNESSES THAT in consideration of an aggregate price of US \$1,225.00 in the currency of the United States paid by the Transferee to the Transferor, the receipt and sufficiency of which is acknowledged, and in reliance of the agreements, representations and warranties of the Transferor, the Transferee hereby agrees to purchase from the Transferor, and the Transferor does hereby sell, transfer and assign to the Transferee, 245,000 shares (the "Shares") of the common stock of Sedona Software Solutions Inc. (the "Corporation") free and clear of all liens, charges and encumbrances.

The Transferee represents and warrants to the Transferor that:

- (1) The Transferee is acquiring the Shares for its own account for investment purposes;
- (2) The Transferee possesses the financial and business experience to make an informed decision

acquire the Shares and has had access to all information relating to the Company and its business operations which would be necessary to make an informed decision to purchase the Shares; and

- (3) The Transferee is not acting as part of any control group and does not have any intent to exercise any control, alone or with others, over the affairs of the Corporation and has not made any arrangements with any party with respect to the voting of or disposition of the Shares.

Receipt of Prospectus:

The Transferee hereby acknowledge receipt of the Prospectus of Sedona Software Solutions, Inc., dated November 16, 2001, together with the Prospectus Supplement No.1 thereto dated February 26, 2002.

Right to Transfer Shares:

The Transferor warrants and represents that Transferor has the full right to sell and transfer the Shares; that Transferor is sole owner of the Shares and has not entered into any other agreement for the sale of the shares to any other individual or entity; that Transferor has consulted with professional advisors of his choice and understands his right and obligations; that Transferor has not granted any options or other rights with respect to the herein transferred Shares; and that such Shares when transferred pursuant hereto will be entirely free and clear of any liens or other encumbrances. Transferor further warrants that the Shares are fully paid and are not subject to any outstanding assessment;

Jurisdiction:

This Agreement shall be construed and enforced in accordance and under the laws of the Province of British Columbia without regard to conflict of laws principles. Any service of process or subpoena in any civil, regulatory or other action to be served upon any of the parties hereto is acknowledged to be effectively served, for all purposes, by sending the same in the same manner as sending a notice as provided in the paragraph below.

Notices:

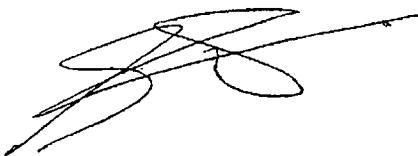
As to the parties hereto, all notices, requests, demands, and other communications under this Agreement shall be in writing and shall be deemed to have been duly given on the date of service if served personally on the Transferor, or by certified mail, return receipt requested on the third day after mailing if mailed to the Transferor, by first class mail, registered or certified, postage prepaid, and properly addressed as follows:

Transferor:

Alfred Fleury  
ADPO Box 156  
LaCruz de Huanacaxtle  
Nayarit, Mexico

Transferee:

*Alfred Fleury*



The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though written out in full according to applicable laws or regulations.

OM - as tenants in common UNIF GIFT MIN ACT.....Custodian.....  
ENT - as tenants by the entireties .....(Cust) (Minor)  
EN - as joint tenants with the right of survivorship and not as tenants in common Act.....(State)

Additional abbreviations may also be used though not in the above list.

For value received,

hereby sell, assign and transfer unto

Please insert social security or other identifying number of assignee

(Please print or typewrite name and address, including zip code, of assignee)

shares

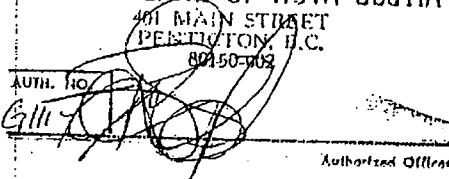
the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

, Attorney  
transfer the said stock on the books of the within named Corporation with full power of substitution in  
e premises.

ited 16<sup>th</sup> Jan 2003

THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THIS CERTIFICATE IN EVERY PARTICULAR, WITHOUT  
ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER. THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Banks, Stockbrokers,  
Life and Loan Associations and Credit Unions).

ENDORSEMENT GUARANTEED  
For THE BANK OF NOVA SCOTIA



NATURE GUARANTEED:

TRANSFER FEE WILL APPLY

Nunes

LOM Web Statements  
Tuesday, January 14, 2003 12:38 PM  
Sherry Johal; Natasha Nunes  
Subject: Vault Certificate Receipt

The following Certificate(s) have been received from yourself by the LOM Vault:

Security : Sedona Software Solutions, Inc

ISIN/CUSIP : 81567A102

Restriction : None

\*\*\*\*\*  
Cert # 153 for 245000 Common I/N/O Alfred Fleury

Missing Documents:

None

Mar 3/03

To: Broken Lines

From: Jack Cooper

Re: 245,000 Shares, Sedona

Enclosed is cert #153 for 245,000 shares  
executed in "street form", kindly wire  
transfer #1,225 US to:

Maitland & Co "in trust"  
Bank of Montreal  
595 Burrard St  
Vancouver, B.C., V7X 1L2  
Canada

Canadian Bank # 001

Transit # 0004

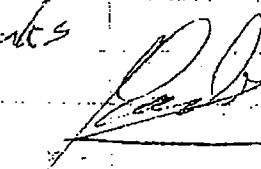
Account # 4611-128 (US Account)

Swift Code : BOFMCAM2

Send an executed copy of the Share Transfer  
Agreement to my attention at:

503 - 1755 Robson St  
Vancouver, B.C., V6G 3B7

Thanks



**LINES OVERSEAS MANAGEMENT LIMITED**  
**PHYSICAL SECURITIES DEPARTMENT**  
 27 Reid Street, Upper Basement  
 Hamilton, Bermuda HM11  
 441-292-5000 / 441-296-5298 (Fax)

January 14, 2003

Fax: 416-643-5121 Susanna Chiu

Attn: Tom Neri  
 CIBC Mellon Securities Trust Company  
 120 Broadway, 13<sup>th</sup> Floor  
 New York, New York 10271 USA

D ✓

The security listed below was couriered today for the attention of account:

**LINES OVERSEAS MANAGEMENT LIMITED**  
**LOMF0001002**  
**RECEIVE IN FREE PHYSICAL**

<b>SECURITY DESCRIPTION</b>	Sedona Software Solutions, Inc Alfred Fleury
<b>CUSIP</b>	81567A102
<b>CURRENCY</b>	USD
<b>SETTLEMENT DATE</b>	January 14, 2003
<b>QUANTITY</b>	245,000 shares
<b>SETTLEMENT INSTRUCTIONS</b>	Delivering Cert.(s) 153
<b>DELIVERY INSTRUCTIONS</b>	Please send to the transfer agent and deposit into DTC. Please RUSH deposit this cert.
<b>CONTACT INFORMATION</b>	Natasha Nunes @ (T) 441-292-5000 (F) 441-296-5298
<b>LOM Reference</b>	7921 6638 3034

153  
SURRENDER

**SEDONA SOFTWARE  
SOLUTIONS, INC.**

INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA  
100,000,000 SHARES COMMON STOCK AUTHORIZED, \$.001 PAR VALUE

CUSIP 81567A 102  
\*\*\*245,000  
SEE REVERSE FOR  
CERTAIN DEFINITIONS

\*\*\*ALFRED FLEURY\*\*\*

\*\*\*TWO HUNDRED FORTY FIVE THOUSAND \*\*\*

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF

**SEDONA SOFTWARE SOLUTIONS, INC.**

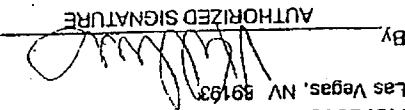
transferable on the books of the corporation in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate and the shares represented hereby are subject to the laws of the State of Nevada, and to the Certificate of Incorporation and Bylaws of the Corporation, as now or hereafter amended. This certificate is not valid unless countersigned by the Transfer Agent.

WITNESS the facsimile seal of the Corporation and the signature of its duly authorized officers.

January 9, 2002

  
PRESIDENT

  
Kathleen M.  
SECRETARY

AUTHORIZED SIGNATURE  
By  
  
COUNTERPARTY  
PACIFIC STOCK TRANSFER COMPANY  
P.O. Box 93385  
Las Vegas, NV 89163